

Hon. Ronald B. Leighton

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

UNITED STATES OF AMERICA,	)	
	)	No. C04-1402-RBL
Plaintiff,	)	
	)	
v.	)	
	)	WIND-UP ORDER
PACIFIC NORTHWEST PARTNERS	)	
SBIC, LP,	)	
	)	
Defendant.	)	
_____	)	

This matter came upon the Motion of the Small Business Administration as Receiver ("Receiver") for Pacific Northwest Partners, SBIC, L.P. ("PNP") for an Order Approving the Procedures for Winding Up and Terminating the Receivership. After careful consideration, this Court, being duly advised on the merits of the Motion,

**HEREBY ORDERS AND DECREES THAT:**

1. The Receiver's Motion is granted in its entirety.
2. The Receiver's agents will perform all final administrative and accounting tasks necessary to windup and close the PNP receivership estate in an orderly manner, and to discharge the Receiver and its agents. These tasks will include, but are not limited to: finalizing the receivership accounting books and records, arranging for the return of control of PNP to its General Partner, PNP/Wight Partnership, remitting payments from

1 the estate in accordance with this Court's May 2, 2007, Order (Dkt. No. 15) as funds  
2 permit, and delivering PNP's post-receivership records to the Federal Records Center.

3 3. This Court approves and confirms the form and manner of the procedures  
4 for winding up and closing the PNP receivership as set forth in the Motion filed by the  
5 Receiver. Within ninety (90) days of receipt of notification of the entry of this Wind-Up  
6 Order, the Receiver and its agents shall perform any and all final administrative and  
7 accounting tasks necessary to implement the provisions of this Wind-Up Order in order to  
8 wind up and terminate the PNP receivership and discharge the Receiver, its agents,  
9 attorneys, contractors, the SBA, and its employees, and all other persons who have acted  
10 on the Receiver's behalf.

11 4. Any and all expenses associated with the windup and closing procedures  
12 shall be and are hereby chargeable and payable as administrative expenses of the PNP  
13 receivership. The Receiver is hereby authorized to prepay monies to the Receiver's  
14 agents, accountants and others to facilitate the closing of the receivership after the PNP  
15 receivership bank account is closed. Any funds not expended in the closing of the PNP  
16 receivership shall be remitted first to SBA, as payment of PNP's Receivership Certificate  
17 debt of \$1,169,295.00, and then to SBA, as PNP's Preferred Limited Partner for Preferred  
18 Limited Partnership Interests of \$10,077,037.00 in accordance with this Court's May 2,  
19 2007, Order.

20 5. The Receiver is hereby ordered to transfer and assign all remaining assets of  
21 PNP, whether legal or equitable, acquired through stock purchases, mortgage, pledge,  
22 assignment, delivery or otherwise, whether real property, personal property or mixed to  
23 SBA, in partial payment of PNP's Receiver's Certificate debt in accordance with this  
24 Court's May 2, 2007, Order. The transfer and assignment documents will provide for the  
25 unconditional assignment, transfer and delivery of the assets to SBA, to the attention of:  
26 Terry D. George, Financial Analyst, Office of SBIC Liquidation, Investment Division,  
27 U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor, and  
28 Washington, D.C. 20416.

1           6.       This Court hereby appoints and authorizes either Richard E. Moser,  
2 Principal Agent for the Receiver, or Terry D. George, Financial Analyst, Office of SBIC  
3 Liquidation, or such other agent or employee as SBA in its sole discretion shall designate,  
4 to sign and execute on behalf of, and as agent for, the Receiver, any and all papers  
5 necessary to effect any transfer(s) and assignment(s) to SBA as described in paragraph 5  
6 above, and sign and execute on behalf of, and as agent for, any and all papers necessary to  
7 wind up and close the PNP receivership.

8           7.       Within ninety (90) days after receiving notification of the entry of the  
9 Wind-Up Order by the Court, the Receiver shall transfer and deliver the accounting  
10 records of the PNP receivership that may be necessary to enable PNP to prepare and file  
11 tax returns, including the tax return(s) for 2010 and any that may become due after the  
12 termination of the PNP receivership, to PNP's General Partner, PNP/Wight Partnership.

13           8.       Any files not delivered to, or not accepted by, the general partner of PNP  
14 shall be transferred to SBA and delivered to the Federal Record Center. SBA is  
15 authorized to dispose of these records and files six years from the date of entry of the  
16 Wind-Up Order. In the event that PNP's general or limited partners wish to obtain copies  
17 of such documents, such partners are ordered to serve a written request upon SBA, to the  
18 attention of Terry D. George, Financial Analyst, Office of SBIC Liquidation, Investment  
19 Division, U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor,  
20 Washington, D.C. 20416, within six years after the entry of the Wind-Up Order.

21           9.       The Receiver is hereby authorized and ordered to surrender PNP's SBIC  
22 license to the SBA, to the attention of Terry D. George, Financial Analyst, Office of  
23 SBIC Liquidation, Investment Division, U.S. Small Business Administration, 409 Third  
24 Street, S.W., Sixth Floor, Washington, D.C. 20416, and the SBA is hereby authorized to  
25 revoke said license upon entry of this Wind-Up Order.

26           10.      Upon completion of the tasks set forth in this Wind-Up Order, the Receiver  
27 is hereby ordered to file a Final Receiver's Report with this Court, which Report shall  
28 confirm that the Receiver has completed the procedures enumerated in the Wind-Up

1 Order for winding up and closing the PNP receivership estate. The Receiver is further  
2 ordered to attach, as an exhibit to the Final Receiver's Report, a Final Cash Receipts and  
3 Disbursements Summary from the date of inception of the PNP receivership, June 18,  
4 2004, through the date of the closing of the PNP receivership bank account.

5 11. Control of PNP will be unconditionally transferred and returned to PNP's  
6 General Partner, PNP/Wight Partnership, which transfer shall not be effective unless and  
7 until the Receiver has completed its duties under the Wind-Up Order, if entered, and  
8 unless and until this Court enters an Order discharging the Receiver.

9 12. The Receiver is hereby ordered to serve a copy of this Wind-Up Order upon  
10 the general and limited partners of PNP.

11 DATED this 30<sup>th</sup> day of July, 2010.

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14   
15 RONALD B. LEIGHTON  
UNITED STATES DISTRICT JUDGE

16 Presented by:

17  
18 JENNY A. DURKAN  
19 United States Attorney

20 s/Robert P. Brouillard  
21 ROBERT P. BROUILLARD, WSBA #19786  
22 Assistant United States Attorney  
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